

Southern Pacific Transportation Company

RECORDATION NO. 10650 Filed & Recorded

AUG 28 1978 -2 15 PM

INTERSTATE COMMERCE COMMISSION

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THORMUND A. MILLER
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DAVID W. LONG
GARY O. ALEXANDER
MADELEINE E. SLOANE
JAMES G. FROUG
GARY LAAKSO
KAREN ACKERMAN
CAROL A. HARRIS
ATTORNEYS

August 24, 1978

Ms. Nancy Wilson
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Ms. Wilson:

... 8-2802273

Date AUG 28 1978

Fee \$ 50.00

ICC Washington, D. C.

8

There are handed you herewith, for recording pursuant to Section 20c of the Interstate Commerce Act, the original and three counterparts of Agreement A, dated as of July 1, 1978, together with this Company's voucher in the amount of \$50.00 in payment of the recording fee.

The following information is set forth in accordance with the Commission's regulations, 49 C.F.R. Part 1116:

Parties to the Transaction

Lessor: Evergreen Leasing Corporation
2655 Campus Drive
San Mateo, California 94403

Lessee: Evergreen Freight Car Corporation
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Substituted Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

FEE OPERATION BR.
AUG 28 2 13 PM '78
RECEIVED
I.C.C. 1978

Agent: First Pennsylvania Bank N.A.
Fifteenth and Chestnut Streets.
Philadelphia, Pennsylvania 19101

General Description of the Equipment

1937 50' Box Cars; AAR mechanical designation RB,
lettered EFCX and numbered 1001 through
2900, and 3601 through 3637, both inclusive;
and

100 60' Box Cars; AAR mechanical designation RBL,
lettered SP and numbered 692600 through 692699.

Prior Recordations

1. Conditional Sale Agreement, dated as of July 15, 1966, between Evergreen Leasing Corporation and Pacific Car and Foundry Company, recorded August 1, 1966, at 10:30 a.m. and assigned Recordation No. 3952;
- 3952-A: Supplemental Agreement, recorded July 17, 1967;
- 3952-B: Second Supplemental Agreement, recorded November 27, 1970.
2. Lease of Railroad Equipment dated as of July 15, 1966, between Evergreen Leasing Corporation and Evergreen Freight Car Corporation, recorded August 1, 1966, at 10:30 a.m. and assigned Recordation No. 3953;
- 3953-A: Assignment of Lease, recorded August 1, 1966;
- 3953-B: Lease Amendment No. 1, recorded November 2, 1966;
- 3953-C: Lease Amendment No. 2, recorded July 17, 1967;
- 3953-D: Supplemental Agreement, recorded July 17, 1967.
3. Sublease of Railroad Equipment dated as of June 1, 1967, between Evergreen Freight Car Corporation and Southern Pacific Company, recorded July 16, 1967, at 10:00 a.m. and assigned Recordation No. 4438.

Please cross index the previously recorded documents listed above to Agreement A. Agreement A covers equipment which was the subject of the above listed transactions.

When recording of Agreement A has been completed, please return two counterparts of the document, with evidence of recording endorsed thereon, to our representative.

Very truly yours,

Karen Ackerman

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

**Karen Ackerman
Southern Pacific Transportation Company
Southern Building
One Market Plaza
San Francisco, California 94105**

Dear Ms. Ackerman:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **August 28, 1978** at **2:15 pm**, and assigned recordation number(s) **9660**

Sincerely yours,

**H. G. Homme, Jr.,
Acting Secretary**

Enclosure(s)

**SE-30-T
(2/78)**

AUG 28 1978 2 PM

Agreement A

INTERSTATE COMMERCE COMMISSION

AGREEMENT made as of July 1, 1978, in the City of San Francisco, State of California, by and among Evergreen Leasing Corporation, a Delaware corporation ("ELC"), Evergreen Freight Car Corporation, a Delaware corporation ("EFCC"), and Southern Pacific Transportation Company, a Delaware corporation ("SPT").

RECITALS:

1. Pursuant to Lease of Railroad Equipment dated as of July 15, 1966, and as amended as of September 1, 1966 and June 1, 1967 (as amended, the "Lease"), EFCC leased from ELC 2000 railroad box cars, lettered EFCX and numbered 1001 through 3000 and 3601 through 3637 (collectively, the "Box Cars", and singly, a "Box Car").

2. By Sublease dated as of June 1, 1967 (the "Sublease"), EFCC sublet to Southern Pacific Company ("SPC", predecessor to SPT) 100 of the Box Cars, formerly lettered EFCX and numbered 2901 through 3000, and now lettered SP and numbered 692600 through 692699 (the "Sublet Cars").

3. ELC's acquisition of the Box Cars was financed by Conditional Sale Agreement with Pacific Car and Foundry Company ("Builder"), by Agreement among ELC, certain investors, and the First Pennsylvania Bank N.A. ("Assignee"), and by Agreement and Assignment between Assignee, as agent for said investors, and Builder, all dated as of July 15, 1966, and amended as of June 1, 1967, and October 1, 1970 (collectively, as amended, the "CSA").

4. By Assignment of Lease dated as of July 15, 1966, and amended as of June 1, 1967 (as amended, the "Assignment"),

ELC assigned all its rights in and to the Lease to the Assignee.

5. By Consent dated as of July 15, 1966 (the "EFCC Consent"), EFCC agreed, among other things, to pay rents due under the Lease to Assignee.

6. By Agreement dated as of July 15, 1966, by and among SPC, EFCC and ELC (the "SoPac Agreement"), SPC, among other things, guaranteed to ELC all of the obligations of EFCC under the Lease, and ELC and EFCC agreed that SPC would have the right at any time, upon written notice, to succeed to all of the right, title, and interest of EFCC in and to the Lease.

7. By Assignment of SoPac Agreement dated as of July 15, 1966 (the "Assignment of SoPac Agreement"), ELC assigned all of its rights, title, and interests in and to the SoPac Agreement to the Assignee.

8. By Consent dated as of July 15, 1966 (the "SPC Consent"), SPC, among other things, acknowledged the Assignment and the Assignment of SoPac Agreement and consented to the terms thereof.

9. By Merger Agreement dated as of February 20, 1969, by and among SPC, SPT, and S.P. Inc. (now Southern Pacific Company, parent of SPT), SPC was merged into SPT, and SPC transferred all of its right, title and interests in and to, among other things, the SoPac Agreement and the Sublease, to SPT, and SPT assumed all liability for the obligations of SPC under, among other things, the SoPac Agreement, the SPC Consent, and the Sublease.

10. Certain Box Cars have been destroyed or damaged beyond repair as of July 1, 1978 (the "Destroyed Cars"), as shown on Exhibit A, attached hereto.

11. EFCC maintains a fleet of box cars, of which the Box Cars (excluding the Destroyed Cars) are a part. SPT now desires to succeed to all of EFCC's right, title and interest in and to all of the box cars in EFCC's fleet. To that end, EFCC will cause each box car in its fleet (except the Sublet Cars) to be repainted and stencilled with SPT markings in accordance with the table set forth in Exhibit A, attached hereto, in a program to be completed on or before December 1, 1980 (the "Program"). After the aforesaid work on any box car is completed, EFCC will cause such box car to be delivered immediately to SPT.

12. The parties hereto now desire that SPT be substituted for EFCC as party to the Lease and to the EFCC Consent, so that SPT will assume all of the obligations of EFCC thereunder and so that EFCC will be released therefrom, effective as of December 1, 1980, provided, however, that, (a) as to the Sublet Cars, the parties desire to terminate the Sublease and enter said novation, effective as of August 1, 1978, and, (b) as to any Box Car delivered to and accepted by SPT, in accordance with the Program, prior to December 1, 1980, the parties desire said novation to be effective as of the first day of the calendar month following the date of said delivery and acceptance.

AGREEMENT:

NOW THEREFORE, in consideration of the premises, the parties hereto do hereby agree:

1. As of August 1, 1978, the Sublease is terminated.
2. SPT will be substituted for EFCC under both the Lease and the Consent, so that SPT will assume all of its rights and obligations thereunder and EFCC will be released therefrom, effective

- (a) as to the Sublet Cars, as of August 1, 1978;
- (b) as to any other Box Car, as of the earlier of
 - (1) the first day of the calendar month following the day on which SPT accepts delivery, in accordance with the Program, of such Box Car, and
 - (2) December 1, 1980.

3. For any calendar quarter during which the novation provided in subparagraph 2(b) becomes effective as to any Box Car, SPT and EFCC will execute a supplement to this Agreement, the Lease and the CSA, dated as of the first day after such calendar quarter, in a form substantially similar to the form attached hereto as Exhibit B.

4. From and after the date hereof and continuing until EFCC has been released from each and every obligation under the Lease and the EFCC Consent, the SoPac Agreement will remain in full force and SPT will continue to be fully bound by the terms thereof.

5. SPT will cause this Agreement and any supplement hereto, and to the Lease and the CSA to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

6. This Agreement shall not take effect unless and until the Assignee has given its written consent.

IN WITNESS WHEREOF, ELC, EFCC and SPT, each pursuant to due corporate authority, have caused this instrument to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be affixed

and duly attested, as of July 1, 1978.

EVERGREEN LEASING CORPORATION

By Bernard Goodman
President and Treasurer

Attest:



Secretary

EVERGREEN FREIGHT CAR CORPORATION

By R. M. Minn
President and Treasurer

Attest:



ASSISTANT Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By Robert J. McLean
Executive Vice President-Finance

Attest:



Senior Assistant
Secretary

CONSENT

The signature of the undersigned constitutes (a) its written consent to the novation of the Lease and of the Consent provided in the foregoing Agreement A, but said consent does not release SPT from any of its obligations under the SoPac Agreement or the SPC Consent, nor does said consent enlarge any of the obligations of the undersigned under the CSA, the Lease, or the Assignment, and (b) its acknowledgment of receipt of notice of the change in car identification markings provided in the foregoing Agreement A to the extent that executed

copies of the form provided in Exhibit B, stamped to show filing with the Interstate Commerce Commission, are delivered to the undersigned.

FIRST PENNSYLVANIA BANK N.A.

By D.P. Dorrian

Title: D. P. Dorrian
Assistant Vice President

Attest:

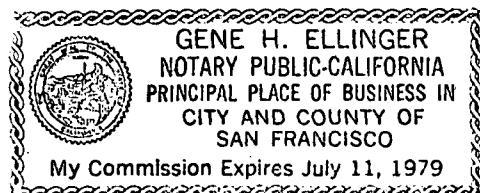
P. M. Giuliante
Secretary

P. M. GIULIANTE
ASSISTANT SECRETARY

STATE OF CALIFORNIA)
CITY AND COUNTY OF SAN FRANCISCO) ss.
)

On 17th day of August, 1978, before me personally appeared B. Goldman, to me personally known, who being by me duly sworn, says that he is President and Treasurer of Evergreen Leasing Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

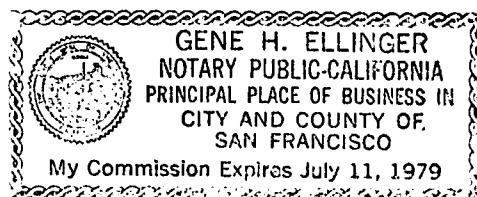
Gene H. Ellinger
Notary Public



STATE OF CALIFORNIA)
CITY AND COUNTY OF SAN FRANCISCO) ss.
)

On 17th day of August, 1978, before me personally appeared C. B. NINES, to me personally known, who being by me duly sworn, says that he is President and Treasurer of Evergreen Freight Car Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gene H. Ellinger
Notary Public



STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On 17th day of August, 1978, before me personally appeared ROBERT J. MCLEAN, to me personally known, who being by me duly sworn, says that he is Executive Vice President-Finance of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gene H. Ellinger
Notary Public

GENE H. ELLINGER
NOTARY PUBLIC-CALIFORNIA
PRINCIPAL PLACE OF BUSINESS IN
CITY AND COUNTY OF
SAN FRANCISCO
My Commission Expires July 11, 1979

COMMONWEALTH OF PENNSYLVANIA)
CITY AND COUNTY OF PHILADELPHIA) ss.
)

On this 24th day of August, 1978, before me personally appeared D. Donian, to me personally known, who, being by me duly sworn, says that he is Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynn M Attarian
Notary Public
Philadelphia, Philadelphia County,
Pennsylvania

My Commission Expires

LYNN M. ATTARIAN
Notary Public, Phila., Phila. Co.
My Commission Expires May 3, 1982

TABLE OF OLD EFCX AND NEW SP CAR NUMBERS, SHOWING EFCX CARS DESTROYED
AS OF JULY 1, 1978

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
001001	290000	001055	290052
001002	290001	001056	290053
001003	290002	001057	290054
001004	290003	001058	290055
001005	290004	001059	290056
001006	290005	001060	290057
001007	290006	001061	290058
001008	290007	001062	290059
001009	290008	001063	290060
001010	290009	001064	DESTROY
001011	290010	001065	290061
001012	290011	001066	290062
001013	290012	001067	290063
001014	290013	001068	290064
001015	290014	001069	DESTROY
001016	290015	001070	DESTROY
001017	290016	001071	290065
001018	290017	001072	290066
001019	290018	001073	290067
001020	290019	001074	290068
001021	290020	001075	290069
001022	290021	001076	DESTROY
001023	290022	001077	290070
001024	290023	001078	DESTROY
001025	290024	001079	290071
001026	290025	001080	290072
001027	290026	001081	290073
001028	290027	001082	290074
001029	290028	001083	290075
001030	290029	001084	290076
001031	290030	001085	290077
001032	290031	001086	290078
001033	290032	001087	290079
001034	290033	001088	290080
001035	290034	001089	290081
001036	290035	001090	290082
001037	290036	001091	290083
001038	DESTROY	001092	290084
001039	290037	001093	290085
001040	290038	001094	290086
001041	290039	001095	290087
001042	290040	001096	290088
001043	290041	001097	290089
001044	290042	001098	DESTROY
001045	290043	001099	290090
001046	DESTROY	001100	290091
001047	290044	001101	DESTROY
001048	290045	001102	290092
001049	290046	001103	290093
001050	290047	001104	290094
001051	290048	001105	290095
001052	290049	001106	290096
001053	290050	001107	290097
001054	290051	001108	290098

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
001109	290099	001163	290151
001110	290100	001164	290152
001111	290101	001165	290153
001112	290102	001166	DESTROY
001113	290103	001167	290154
001114	290104	001168	290155
001115	290105	001169	290156
001116	290106	001170	290157
001117	290107	001171	290158
001118	290108	001172	DESTROY
001119	290109	001173	290159
001120	290110	001174	290160
001121	290111	001175	290161
001122	290112	001176	290162
001123	290113	001177	290163
001124	290114	001178	290164
001125	290115	001179	290165
001126	290116	001180	290166
001127	290117	001181	290167
001128	290118	001182	290168
001129	290119	001183	290169
001130	290120	001184	290170
001131	290121	001185	290171
001132	290122	001186	DESTROY
001133	290123	001187	290172
001134	290124	001188	DESTROY
001135	290125	001189	290173
001136	290126	001190	290174
001137	DESTROY	001191	290175
001138	290127	001192	290176
001139	290128	001193	290177
001140	290129	001194	290178
001141	290130	001195	290179
001142	290131	001196	290180
001143	290132	001197	290181
001144	290133	001198	290182
001145	290134	001199	290183
001146	290135	001200	290184
001147	DESTROY	001201	290185
001148	290136	001202	290186
001149	290137	001203	290187
001150	290138	001204	290188
001151	290139	001205	DESTROY
001152	290140	001206	290189
001153	290141	001207	290190
001154	290142	001208	290191
001155	290143	001209	290192
001156	290144	001210	290193
001157	290145	001211	290194
001158	290146	001212	290195
001159	290147	001213	290196
001160	290148	001214	290197
001161	290149	001215	290198
001162	290150	001216	290199

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
001217	290200	001271	DESTROY
001218	290201	001272	290248
001219	290202	001273	290249
001220	290203	001274	290250
001221	290204	001275	290251
001222	290205	001276	290252
001223	290206	001277	290253
001224	290207	001278	290254
001225	290208	001279	DESTROY
001226	290209	001280	DESTROY
001227	290210	001281	DESTROY
001228	290211	001282	290255
001229	290212	001283	290256
001230	290213	001284	290257
001231	290214	001285	290258
001232	290215	001286	290259
001233	290216	001287	290260
001234	290217	001288	290261
001235	290218	001289	290262
001236	290219	001290	290263
001237	DESTROY	001291	290264
001238	290220	001292	290265
001239	290221	001293	290266
001240	290222	001294	290267
001241	290223	001295	290268
001242	290224	001296	290269
001243	290225	001297	290270
001244	290226	001298	290271
001245	290227	001299	290272
001246	290228	001300	290273
001247	290229	001301	290274
001248	290230	001302	DESTROY
001249	290231	001303	290275
001250	DESTROY	001304	290276
001251	290232	001305	DESTROY
001252	290233	001306	DESTROY
001253	290234	001307	290277
001254	290235	001308	290278
001255	290236	001309	290279
001256	290237	001310	290280
001257	290238	001311	290281
001258	290239	001312	290282
001259	290240	001313	DESTROY
001260	DESTROY	001314	290283
001261	DESTROY	001315	DESTROY
001262	DESTROY	001316	290284
001263	DESTROY	001317	290285
001264	290241	001318	290286
001265	290242	001319	290287
001266	290243	001320	290288
001267	290244	001321	290289
001268	290245	001322	290290
001269	290246	001323	290291
001270	290247	001324	290292

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
001325	290293	001379	290344
001326	290294	001380	290345
001327	290295	001381	290346
001328	290296	001382	290347
001329	290297	001383	290348
001330	290298	001384	290349
001331	290299	001385	DESTROY
001332	290300	001386	290350
001333	290301	001387	290351
001334	DESTROY	001388	290352
001335	290302	001389	290353
001336	290303	001390	290354
001337	290304	001391	290355
001338	290305	001392	290356
001339	290306	001393	DESTROY
001340	290307	001394	290357
001341	290308	001395	290358
001342	290309	001396	DESTROY
001343	290310	001397	290359
001344	290311	001398	290360
001345	290312	001399	290361
001346	290313	001400	290362
001347	DESTROY	001401	290363
001348	290314	001402	290364
001349	290315	001403	290365
001350	290316	001404	290366
001351	290317	001405	290367
001352	290318	001406	290368
001353	290319	001407	290369
001354	290320	001408	DESTROY
001355	290321	001409	DESTROY
001356	290322	001410	290370
001357	290323	001411	290371
001358	290324	001412	290372
001359	290325	001413	290373
001360	290326	001414	290374
001361	290327	001415	290375
001362	290328	001416	290376
001363	290329	001417	290377
001364	DESTROY	001418	290378
001365	290330	001419	290379
001366	290331	001420	290380
001367	290332	001421	290381
001368	290333	001422	290382
001369	290334	001423	290383
001370	290335	001424	290384
001371	290336	001425	290385
001372	290337	001426	290386
001373	290338	001427	290387
001374	290339	001428	290388
001375	290340	001429	290389
001376	290341	001430	290390
001377	290342	001431	290391
001378	290343	001432	290392

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
001433	290393	001487	290441
001434	290394	001488	290442
001435	290395	001489	290443
001436	DESTROY	001490	290444
001437	DESTROY	001491	290445
001438	290396	001492	290446
001439	290397	001493	290447
001440	290398	001494	290448
001441	290399	001495	290449
001442	290400	001496	290450
001443	290401	001497	290451
001444	290402	001498	290452
001445	290403	001499	DESTROY
001446	290404	001500	290453
001447	290405	001501	290454
001448	290406	001502	DESTROY
001449	290407	001503	290455
001450	290408	001504	290456
001451	290409	001505	290457
001452	290410	001506	290458
001453	290411	001507	290459
001454	290412	001508	290460
001455	290413	001509	290461
001456	290414	001510	290462
001457	290415	001511	290463
001458	DESTROY	001512	290464
001459	290416	001513	290465
001460	290417	001514	290466
001461	290418	001515	290467
001462	290419	001516	290468
001463	290420	001517	DESTROY
001464	290421	001518	290469
001465	290422	001519	DESTROY
001466	290423	001520	290470
001467	DESTROY	001521	290471
001468	290424	001522	290472
001469	290425	001523	290473
001470	290426	001524	290474
001471	290427	001525	290475
001472	290428	001526	290476
001473	290429	001527	290477
001474	290430	001528	290478
001475	290431	001529	290479
001476	DESTROY	001530	DESTROY
001477	290432	001531	290480
001478	290433	001532	290481
001479	290434	001533	290482
001480	290435	001534	290483
001481	DESTROY	001535	290484
001482	290436	001536	290485
001483	290437	001537	290486
001484	290438	001538	DESTROY
001485	290439	001539	DESTROY
001486	290440	001540	290487

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
001541	290488	001595	290536
001542	DESTROY	001596	290537
001543	290489	001597	290538
001544	290490	001598	290539
001545	290491	001599	290540
001546	290492	001600	290541
001547	290493	001601	290542
001548	290494	001602	290543
001549	290495	001603	290544
001550	290496	001604	290545
001551	290497	001605	DESTROY
001552	290498	001606	DESTROY
001553	290499	001607	290546
001554	DESTROY	001608	290547
001555	290500	001609	290548
001556	DESTROY	001610	290549
001557	290501	001611	290550
001558	290502	001612	290551
001559	290503	001613	290552
001560	290504	001614	290553
001561	290505	001615	290554
001562	290506	001616	290555
001563	DESTROY	001617	290556
001564	290507	001618	290557
001565	290508	001619	290558
001566	290509	001620	290559
001567	290510	001621	290560
001568	290511	001622	290561
001569	290512	001623	290562
001570	290513	001624	290563
001571	290514	001625	290564
001572	290515	001626	290565
001573	290516	001627	290566
001574	290517	001628	290567
001575	290518	001629	290568
001576	290519	001630	290569
001577	DESTROY	001631	290570
001578	DESTROY	001632	290571
001579	290520	001633	290572
001580	290521	001634	290573
001581	290522	001635	290574
001582	290523	001636	290575
001583	290524	001637	290576
001584	290525	001638	290577
001585	290526	001639	290578
001586	290527	001640	290579
001587	290528	001641	290580
001588	290529	001642	290581
001589	290530	001643	290582
001590	290531	001644	290583
001591	290532	001645	290584
001592	290533	001646	290585
001593	290534	001647	290586
001594	290535	001648	290587

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
001649	DESTROY	001703	290639
001650	290588	001704	290640
001651	290589	001705	290641
001652	290590	001706	290642
001653	290591	001707	290643
001654	290592	001708	290644
001655	290593	001709	290645
001656	DESTROY	001710	290646
001657	290594	001711	290647
001658	290595	001712	290648
001659	290596	001713	290649
001660	DESTROY	001714	290650
001661	290597	001715	DESTROY
001662	290598	001716	DESTROY
001663	290599	001717	DESTROY
001664	290600	001718	290651
001665	290601	001719	290652
001666	290602	001720	290653
001667	290603	001721	290654
001668	290604	001722	290655
001669	290605	001723	290656
001670	290606	001724	290657
001671	290607	001725	290658
001672	290608	001726	290659
001673	290609	001727	290660
001674	290610	001728	290661
001675	290611	001729	290662
001676	290612	001730	290663
001677	290613	001731	290664
001678	290614	001732	290665
001679	290615	001733	290666
001680	290616	001734	290667
001681	290617	001735	DESTROY
001682	290618	001736	290668
001683	290619	001737	290669
001684	290620	001738	290670
001685	290621	001739	290671
001686	290622	001740	290672
001687	290623	001741	290673
001688	290624	001742	290674
001689	290625	001743	290675
001690	290626	001744	290676
001691	290627	001745	290677
001692	290628	001746	290678
001693	290629	001747	290679
001694	290630	001748	290680
001695	290631	001749	290681
001696	290632	001750	290682
001697	290633	001751	290683
001698	290634	001752	290684
001699	290635	001753	290685
001700	290636	001754	290686
001701	290637	001755	290687
001702	290638	001756	DESTROY

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
001757	290688	001811	DESTROY
001758	290689	001812	290739
001759	290690	001813	DESTROY
001760	290691	001814	290740
001761	290692	001815	DESTROY
001762	290693	001816	290741
001763	290694	001817	290742
001764	290695	001818	290743
001765	290696	001819	290744
001766	290697	001820	290745
001767	290698	001821	290746
001768	290699	001822	290747
001769	290700	001823	DESTROY
001770	290701	001824	290748
001771	290702	001825	290749
001772	290703	001826	290750
001773	290704	001827	290751
001774	290705	001828	290752
001775	290706	001829	290753
001776	290707	001830	290754
001777	290708	001831	290755
001778	290709	001832	290756
001779	290710	001833	290757
001780	290711	001834	290758
001781	290712	001835	290759
001782	290713	001836	290760
001783	290714	001837	290761
001784	290715	001838	290762
001785	290716	001839	290763
001786	DESTROY	001840	290764
001787	DESTROY	001841	DESTROY
001788	290717	001842	290765
001789	290718	001843	290766
001790	290719	001844	290767
001791	290720	001845	290768
001792	290721	001846	290769
001793	290722	001847	290770
001794	290723	001848	290771
001795	290724	001849	290772
001796	290725	001850	290773
001797	290726	001851	290774
001798	DESTROY	001852	290775
001799	290727	001853	290776
001800	290728	001854	290777
001801	290729	001855	290778
001802	290730	001856	290779
001803	290731	001857	290780
001804	290732	001858	290781
001805	290733	001859	290782
001806	290734	001860	290783
001807	290735	001861	290784
001808	290736	001862	290785
001809	290737	001863	290786
001810	290738	001864	290787

EFCX SP
OLD NO. NEW NO.

EFCX SP
OLD NO. NEW NO.

001865	DESTROY	001919	290837
001866	290788	001920	290838
001867	290789	001921	290839
001868	290790	001922	290840
001869	290791	001923	290841
001870	290792	001924	290842
001871	290793	001925	290843
001872	290794	001926	290844
001873	290795	001927	290845
001874	DESTROY	001928	290846
001875	DESTROY	001929	290847
001876	290796	001930	290848
001877	290797	001931	290849
001878	290798	001932	290850
001879	290799	001933	290851
001880	290800	001934	290852
001881	290801	001935	290853
001882	290802	001936	290854
001883	290803	001937	290855
001884	290804	001938	290856
001885	290805	001939	DESTROY
001886	290806	001940	290857
001887	290807	001941	290858
001888	290808	001942	290859
001889	DESTROY	001943	290860
001890	290809	001944	290861
001891	290810	001945	290862
001892	290811	001946	290863
001893	290812	001947	290864
001894	290813	001948	290865
001895	290814	001949	290866
001896	290815	001950	290867
001897	290816	001951	290868
001898	290817	001952	290869
001899	290818	001953	290870
001900	DESTROY	001954	290871
001901	290819	001955	290872
001902	290820	001956	290873
001903	290821	001957	290874
001904	290822	001958	290875
001905	290823	001959	290876
001906	290824	001960	DESTROY
001907	290825	001961	290877
001908	290826	001962	290878
001909	290827	001963	290879
001910	290828	001964	290880
001911	290829	001965	DESTROY
001912	290830	001966	290881
001913	290831	001967	290882
001914	290832	001968	290883
001915	290833	001969	290884
001916	290834	001970	290885
001917	290835	001971	DESTROY
001918	290836	001972	290886

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
001973	290887	002027	290936
001974	290888	002028	290937
001975	290889	002029	290938
001976	290890	002030	290939
001977	290891	002031	290940
001978	290892	002032	290941
001979	290893	002033	290942
001980	DESTROY	002034	290943
001981	290894	002035	290944
001982	290895	002036	290945
001983	290896	002037	290946
001984	290897	002038	290947
001985	DESTROY	002039	290948
001986	290898	002040	290949
001987	290899	002041	290950
001988	290900	002042	290951
001989	290901	002043	290952
001990	290902	002044	290953
001991	290903	002045	DESTROY
001992	290904	002046	290954
001993	290905	002047	290955
001994	290906	002048	290956
001995	290907	002049	290957
001996	290908	002050	290958
001997	290909	002051	290959
001998	290910	002052	290960
001999	290911	002053	290961
002000	290912	002054	DESTROY
002001	290913	002055	290962
002002	290914	002056	290963
002003	290915	002057	290964
002004	DESTROY	002058	290965
002005	290916	002059	290966
002006	290917	002060	DESTROY
002007	290918	002061	290967
002008	290919	002062	290968
002009	290920	002063	290969
002010	290921	002064	290970
002011	290922	002065	DESTROY
002012	290923	002066	290971
002013	290924	002067	290972
002014	290925	002068	290973
002015	290926	002069	290974
002016	DESTROY	002070	290975
002017	290927	002071	290976
002018	290928	002072	290977
002019	DESTROY	002073	290978
002020	290929	002074	290979
002021	290930	002075	290980
002022	290931	002076	290981
002023	290932	002077	290982
002024	290933	002078	290983
002025	290934	002079	290984
002026	290935	002080	290985

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
002081	DESTROY	002135	291031
002082	290986	002136	291032
002083	290987	002137	291033
002084	290988	002138	291034
002085	DESTROY	002139	291035
002086	290989	002140	291036
002087	290990	002141	291037
002088	290991	002142	291038
002089	290992	002143	291039
002090	290993	002144	291040
002091	290994	002145	291041
002092	290995	002146	DESTROY
002093	290996	002147	291042
002094	DESTROY	002148	DESTROY
002095	290997	002149	291043
002096	290998	002150	291044
002097	290999	002151	291045
002098	291000	002152	291046
002099	291001	002153	291047
002100	291002	002154	291048
002101	DESTROY	002155	291049
002102	291003	002156	291050
002103	291004	002157	291051
002104	291005	002158	291052
002105	291006	002159	291053
002106	291007	002160	291054
002107	291008	002161	291055
002108	DESTROY	002162	291056
002109	291009	002163	291057
002110	DESTROY	002164	DESTROY
002111	291010	002165	291058
002112	291011	002166	291059
002113	291012	002167	291060
002114	DESTROY	002168	291061
002115	291013	002169	291062
002116	DESTROY	002170	291063
002117	DESTROY	002171	291064
002118	291014	002172	291065
002119	291015	002173	291066
002120	291016	002174	291067
002121	291017	002175	291068
002122	291018	002176	291069
002123	291019	002177	291070
002124	291020	002178	291071
002125	291021	002179	291072
002126	291022	002180	DESTROY
002127	291023	002181	291073
002128	291024	002182	291074
002129	291025	002183	291075
002130	291026	002184	291076
002131	291027	002185	291077
002132	291028	002186	291078
002133	291029	002187	291079
002134	291030	002188	291080

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
002189	291081	002243	291128
002190	291082	002244	DESTROY
002191	DESTROY	002245	291129
002192	291083	002246	291130
002193	291084	002247	291131
002194	291085	002248	291132
002195	291086	002249	291133
002196	291087	002250	DESTROY
002197	291088	002251	291134
002198	291089	002252	291135
002199	291090	002253	291136
002200	291091	002254	DESTROY
002201	291092	002255	291137
002202	291093	002256	291138
002203	291094	002257	291139
002204	291095	002258	291140
002205	291096	002259	291141
002206	291097	002260	291142
002207	291098	002261	291143
002208	291099	002262	291144
002209	291100	002263	291145
002210	DESTROY	002264	291146
002211	291101	002265	291147
002212	DESTROY	002266	291148
002213	291102	002267	291149
002214	291103	002268	291150
002215	291104	002269	DESTROY
002216	291105	002270	DESTROY
002217	291106	002271	291151
002218	291107	002272	291152
002219	DESTROY	002273	291153
002220	291108	002274	291154
002221	DESTROY	002275	291155
002222	DESTROY	002276	291156
002223	291109	002277	291157
002224	291110	002278	291158
002225	291111	002279	291159
002226	291112	002280	291160
002227	291113	002281	291161
002228	291114	002282	291162
002229	DESTROY	002283	291163
002230	291115	002284	291164
002231	291116	002285	291165
002232	291117	002286	291166
002233	291118	002287	291167
002234	291119	002288	291168
002235	291120	002289	291169
002236	291121	002290	291170
002237	291122	002291	291171
002238	291123	002292	291172
002239	291124	002293	291173
002240	291125	002294	291174
002241	291126	002295	291175
002242	291127	002296	291176

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
002297	291177	002351	291230
002298	291178	002352	291231
002299	291179	002353	291232
002300	291180	002354	291233
002301	291181	002355	291234
002302	291182	002356	291235
002303	291183	002357	DESTROY
002304	291184	002358	291236
002305	291185	002359	291237
002306	291186	002360	291238
002307	291187	002361	291239
002308	291188	002362	DESTROY
002309	291189	002363	291240
002310	DESTROY	002364	291241
002311	291190	002365	DESTROY
002312	291191	002366	291242
002313	291192	002367	DESTROY
002314	291193	002368	291243
002315	291194	002369	291244
002316	291195	002370	291245
002317	291196	002371	291246
002318	291197	002372	291247
002319	291198	002373	291248
002320	291199	002374	291249
002321	291200	002375	DESTROY
002322	291201	002376	291250
002323	291202	002377	291251
002324	291203	002378	291252
002325	291204	002379	291253
002326	291205	002380	291254
002327	291206	002381	291255
002328	291207	002382	291256
002329	291208	002383	DESTROY
002330	291209	002384	291257
002331	291210	002385	291258
002332	291211	002386	291259
002333	291212	002387	291260
002334	291213	002388	291261
002335	291214	002389	291262
002336	291215	002390	291263
002337	291216	002391	291264
002338	291217	002392	291265
002339	291218	002393	291266
002340	291219	002394	291267
002341	291220	002395	DESTROY
002342	291221	002396	291268
002343	291222	002397	291269
002344	291223	002398	291270
002345	291224	002399	DESTROY
002346	291225	002400	DESTROY
002347	291226	002401	291271
002348	291227	002402	291272
002349	291228	002403	291273
002350	291229	002404	291274

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
002405	291275	002459	DESTROY
002406	291276	002460	291327
<u>002407</u>	<u>291277</u>	<u>002461</u>	<u>DESTROY</u>
002408	291278	002462	291328
002409	291279	002463	291329
<u>002410</u>	<u>291280</u>	<u>002464</u>	<u>291330</u>
<u>002411</u>	<u>291281</u>	<u>002465</u>	<u>DESTROY</u>
<u>002412</u>	<u>291282</u>	<u>002466</u>	<u>291331</u>
<u>002413</u>	<u>291283</u>	<u>002467</u>	<u>291332</u>
002414	291284	002468	291333
002415	291285	002469	291334
<u>002416</u>	<u>291286</u>	<u>002470</u>	<u>291335</u>
<u>002417</u>	<u>291287</u>	<u>002471</u>	<u>291336</u>
<u>002418</u>	<u>291288</u>	<u>002472</u>	<u>291337</u>
<u>002419</u>	<u>291289</u>	<u>002473</u>	<u>DESTROY</u>
002420	291290	002474	291338
002421	291291	002475	291339
<u>002422</u>	<u>291292</u>	<u>002476</u>	<u>291340</u>
<u>002423</u>	<u>291293</u>	<u>002477</u>	<u>291341</u>
<u>002424</u>	<u>291294</u>	<u>002478</u>	<u>291342</u>
<u>002425</u>	<u>291295</u>	<u>002479</u>	<u>291343</u>
002426	291296	002480	291344
002427	291297	002481	291345
<u>002428</u>	<u>DESTROY</u>	<u>002482</u>	<u>291346</u>
002429	291298	002483	291347
002430	291299	002484	291348
<u>002431</u>	<u>291300</u>	<u>002485</u>	<u>291349</u>
002432	291301	002486	291350
002433	291302	002487	291351
<u>002434</u>	<u>291303</u>	<u>002488</u>	<u>291352</u>
002435	291304	002489	291353
002436	291305	002490	291354
<u>002437</u>	<u>291306</u>	<u>002491</u>	<u>291355</u>
002438	291307	002492	291356
002439	291308	002493	291357
<u>002440</u>	<u>291309</u>	<u>002494</u>	<u>291358</u>
<u>002441</u>	<u>291310</u>	<u>002495</u>	<u>291359</u>
<u>002442</u>	<u>291311</u>	<u>002496</u>	<u>291360</u>
<u>002443</u>	<u>291312</u>	<u>002497</u>	<u>291361</u>
002444	291313	002498	291362
002445	291314	002499	291363
<u>002446</u>	<u>291315</u>	<u>002500</u>	<u>291364</u>
002447	291316	002501	291365
002448	291317	002502	291366
<u>002449</u>	<u>291318</u>	<u>002503</u>	<u>291367</u>
002450	291319	002504	291368
002451	291320	002505	291369
<u>002452</u>	<u>291321</u>	<u>002506</u>	<u>291370</u>
002453	291322	002507	291371
002454	291323	002508	291372
<u>002455</u>	<u>DESTROY</u>	<u>002509</u>	<u>291373</u>
002456	291324	002510	DESTROY
002457	291325	002511	291374
<u>002458</u>	<u>291326</u>	<u>002512</u>	<u>DESTROY</u>

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
002513	291375	002567	291427
002514	291376	002568	291428
002515	291377	002569	291429
002516	291378	002570	291430
002517	291379	002571	291431
002518	291380	002572	DESTROY
002519	291381	002573	291432
002520	291382	002574	291433
002521	291383	002575	291434
002522	291384	002576	291435
002523	291385	002577	291436
002524	291386	002578	291437
002525	291387	002579	291438
002526	DESTROY	002580	291439
002527	291388	002581	291440
002528	291389	002582	291441
002529	291390	002583	291442
002530	291391	002584	DESTROY
002531	291392	002585	291443
002532	291393	002586	291444
002533	291394	002587	291445
002534	DESTROY	002588	291446
002535	291395	002589	291447
002536	291396	002590	291448
002537	291397	002591	291449
002538	291398	002592	291450
002539	291399	002593	291451
002540	291400	002594	291452
002541	291401	002595	291453
002542	291402	002596	291454
002543	291403	002597	291455
002544	291404	002598	291456
002545	291405	002599	291457
002546	291406	002600	291458
002547	291407	002601	DESTROY
002548	291408	002602	291459
002549	291409	002603	291460
002550	291410	002604	291461
002551	291411	002605	DESTROY
002552	291412	002606	291462
002553	291413	002607	291463
002554	291414	002608	DESTROY
002555	291415	002609	291464
002556	291416	002610	291465
002557	291417	002611	291466
002558	291418	002612	291467
002559	291419	002613	291468
002560	291420	002614	291469
002561	291421	002615	291470
002562	291422	002616	291471
002563	291423	002617	291472
002564	291424	002618	291473
002565	291425	002619	291474
002566	291426	002620	291475

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
002621	291476	002675	291527
002622	291477	002676	291528
002623	291478	002677	291529
002624	291479	002678	291530
002625	291480	002679	DESTROY
002626	291481	002680	291531
002627	291482	002681	291532
002628	291483	002682	291533
002629	291484	002683	291534
002630	291485	002684	DESTROY
002631	291486	002685	291535
002632	291487	002686	291536
002633	291488	002687	291537
002634	291489	002688	291538
002635	291490	002689	291539
002636	291491	002690	291540
002637	291492	002691	291541
002638	DESTROY	002692	291542
002639	291493	002693	291543
002640	291494	002694	291544
002641	DESTROY	002695	291545
002642	291495	002696	DESTROY
002643	291496	002697	291546
002644	291497	002698	291547
002645	291498	002699	291548
002646	291499	002700	291549
002647	291500	002701	DESTROY
002648	291501	002702	291550
002649	291502	002703	DESTROY
002650	291503	002704	291551
002651	291504	002705	291552
002652	291505	002706	DESTROY
002653	291506	002707	291553
002654	291507	002708	291554
002655	291508	002709	291555
002656	291509	002710	DESTROY
002657	291510	002711	291556
002658	291511	002712	291557
002659	291512	002713	291558
002660	291513	002714	291559
002661	291514	002715	291560
002662	291515	002716	291561
002663	291516	002717	291562
002664	291517	002718	291563
002665	291518	002719	DESTROY
002666	291519	002720	291564
002667	291520	002721	291565
002668	291521	002722	291566
002669	291522	002723	291567
002670	291523	002724	291568
002671	291524	002725	291569
002672	DESTROY	002726	291570
002673	291525	002727	291571
002674	291526	002728	DESTROY

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
002729	DESTROY	002783	291620
002730	291572	002784	291621
002731	291573	002785	291622
002732	291574	002786	291623
002733	291575	002787	291624
002734	291576	002788	291625
002735	291577	002789	291626
002736	291578	002790	291627
002737	291579	002791	291628
002738	291580	002792	291629
002739	291581	002793	291630
002740	291582	002794	291631
002741	291583	002795	291632
002742	291584	002796	291633
002743	291585	002797	291634
002744	291586	002798	291635
002745	291587	002799	291636
002746	291588	002800	291637
002747	291589	002801	291638
002748	291590	002802	291639
002749	291591	002803	291640
002750	DESTROY	002804	291641
002751	291592	002805	291642
002752	291593	002806	291643
002753	291594	002807	291644
002754	291595	002808	291645
002755	291596	002809	291646
002756	291597	002810	291647
002757	291598	002811	291648
002758	DESTROY	002812	291649
002759	291599	002813	291650
002760	DESTROY	002814	291651
002761	DESTROY	002815	291652
002762	291600	002816	291653
002763	291601	002817	291654
002764	291602	002818	291655
002765	291603	002819	291656
002766	291604	002820	291657
002767	291605	002821	291658
002768	291606	002822	291659
002769	291607	002823	291660
002770	291608	002824	291661
002771	291609	002825	291662
002772	291610	002826	291663
002773	291611	002827	291664
002774	291612	002828	291665
002775	291613	002829	291666
002776	291614	002830	DESTROY
002777	291615	002831	291667
002778	291616	002832	291668
002779	291617	002833	291669
002780	DESTROY	002834	291670
002781	291618	002835	291671
002782	291619	002836	291672

EFCX OLD NO.	SP NEW NO.	EFCX OLD NO.	SP NEW NO.
002837	291673	002891	291723
002838	291674	002892	291724
002839	291675	002893	291725
002840	291676	002894	291726
002841	291677	002895	291727
002842	291678	002896	DESTROY
002843	291679	002897	291728
002844	291680	002898	291729
002845	291681	002899	291730
002846	291682	002900	DESTROY
002847	291683	003601	292324
002848	291684	003602	292325
002849	291685	003603	292326
002850	291686	003604	292327
002851	291687	003605	292328
002852	291688	003606	292329
002853	291689	003607	292330
002854	291690	003608	292331
002855	291691	003609	292332
002856	291692	003610	292333
002857	291693	003611	292334
002858	291694	003612	292335
002859	291695	003613	DESTROY
002860	DESTROY	003614	292336
002861	291696	003615	292337
002862	291697	003616	292338
002863	291698	003617	292339
002864	291699	003618	292340
002865	291700	003619	292341
002866	291701	003620	292342
002867	DESTROY	003621	292343
002868	291702	003622	292344
002869	291703	003623	292345
002870	291704	003624	292346
002871	291705	003625	292347
002872	291706	003626	292348
002873	291707	003627	292349
002874	DESTROY	003628	292350
002875	291708	003629	292351
002876	291709	003630	292352
002877	291710	003631	292353
002878	291711	003632	292354
002879	291712	003633	292355
002880	291713	003634	292356
002881	291714	003635	292357
002882	291715	003636	292358
002883	DESTROY	003637	292359
002884	291716		
002885	291717		
002886	291718		
002887	291719		
002888	291720		
002889	291721		
002890	291722		

EXHIBIT B

SUPPLEMENT TO AGREEMENT A,
CONDITIONAL SALE AGREEMENT AND LEASE

WHEREAS, pursuant to an Agreement made as of July 1, 1978 ("Agreement A"), among EVERGREEN LEASING CORPORATION ("ELC"), EVERGREEN FREIGHT CAR CORPORATION ("EFCC"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("SPT") filed on , 19 , pursuant to Section 20c of the Interstate Commerce Act and bearing recordation no. , it was agreed that SPT be substituted for EFCC under the Lease hereinafter described;

WHEREAS, pursuant to Conditional Sale Agreement dated as of July 15, 1966 ("the CSA"), and amended as of June 1, 1967, and October 1, 1970, between PACIFIC CAR AND FOUNDRY COMPANY and ELC, ELC acquired the box cars subject to said Lease, and the CSA was filed on August 1, 1966, pursuant to Section 20c of the Interstate Commerce Act and given recordation no. 3952;

WHEREAS, the aforesaid box cars were leased by ELC to EFCC pursuant to a Lease of Railroad Equipment dated as of July 15, 1966, and amended as of September 1, 1966, and June 1, 1967 (the "Lease"), and the Lease was filed on August 1, 1966, pursuant to Section 20c of the Interstate Commerce Act and given recordation no. 3953.

THIS SUPPLEMENT WITNESSETH:

1. During the calendar quarter ending , 19 , SPT accepted delivery from EFCC of () of the box cars which are the subject of said Agreement A, the CSA,

and the Lease. Each of said box cars is identified by its former EFCC car number and its current SPT car number on the schedule attached hereto and made a part hereof. In accordance with Agreement A, SPT's obligations under said Agreement A with respect to each of said box cars commenced and EFCC's obligations therefor ceased, on the date indicated on said schedule for such box car.

2. The description of said box cars contained in Schedule A of the Conditional Sale Agreement (and as referred to in the Lease), is hereby supplemented to reflect the current SPT car number on the schedule attached hereto and made a part hereof.

EVERGREEN FREIGHT CAR CORPORATION

By President and Treasurer

Attest:

Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By Executive Vice President-Finance

Attest:

Senior Assistant
Secretary